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RECORDATION NO. _____ Filed 1425

2-022A034

JAN 22 1982-10 02 AM

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY
1700 West Loop South
Suite 1500
Houston, Texas 77027

No. 2-022A034

Date.....

Fee \$...100.00

ICC Washington, D. C.

January 22, 1982

13444
RECORDATION NO. _____ Filed 1425

Secretary
Interstate Commerce Commission
Washington, D. C. 20423
JAN 22 1982-10 02 AM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Equipment Trust Agreement, an Assignment and a Bill of Sale relating to railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Equipment Trust Agreement dated as of January 1, 1982 by and between Mercantile National Bank at Dallas, Trustee, and Richmond Leasing Company;

2. Three (3) executed counterparts of an Assignment dated as of January 18, 1982, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee); and

3. Three (3) executed counterparts of a Bill of Sale dated as of January 22, 1982 between Richmond Leasing Company and Mercantile National Bank at Dallas.

The address of Richmond Leasing Company is 1700 West Loop South, Houston, Texas 77027, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Equipment Trust Agreement is described in Exhibit A hereto. The equipment covered by the Assignment and the Bill of Sale is described in Exhibit B hereto.

Vertical signature on left margin: D. Kenneth H. Mooney

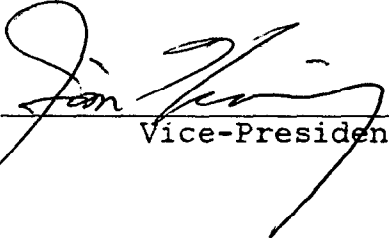
Secretary
Interstate Commerce Commission
✓ January 22, 1982
Page 2

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Equipment Trust Agreement, the Assignment, and the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By  Vice-President

ECN 11/0

RICHMOND LEASING COMPANY
Equipment Trust, Series 17

13444
REGISTRATION NO. 1426

JAN 22 1982 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 22nd day of January, 1982, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of January 1, 1982, by and between Seller and Buyer.

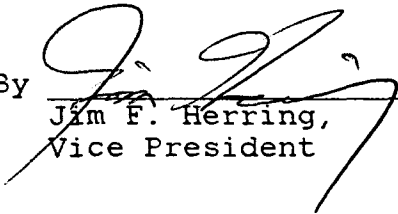
In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever

warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By


Jim F. Herring,
Vice President

(SEAL)

ATTEST:



S. Ann Lusk, Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared JIM F. HERRING, Vice President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 1st day of January, 1982.


Notary Public in and For
Harris County, T E X A S

KAREN D. PICKETT

Notary Public in and for the State of Texas

My Commission expires June 28, 1985

ECN 11/T

EXHIBIT A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>
5 tank cars	105A300W	34,000gal.	RTMX 5140 to 5144
4 tank cars	105A300W	34,000gal.	RTMX 5195 to 5198
5 tank cars	105A300W	34,000gal.	RTMX 5190 to 5194
15 tank cars	105A400W	33,500gal.	RTMX 20223 to 20237
8 tank cars	111A100W1	13,500gal.	RTMX 1265 1272 to 1275 1512 to 1514
73 tank cars	105A400W	33,500gal.	RTMX 20040 to 20059 20070 to 20122
10 tank cars	105A500W	17,300gal.	RTMX 20060 to 20069
15 tank cars	105A500W	17,000gal.	RTMX 20123 to 20137
6 tank cars	105A300W	34,000gal.	NATX 36625 to 36630
5 tank cars	111A100W1	13,500gal.	RTMX 1690 to 1694
2 tank cars	111A100W1	13,500gal.	RTMX 1515;1516
2 tank cars	111A100W3	23,500gal.	RTMX 13177 RTMX 13180
28 tank cars	105A300W	25,000gal.	RTMX 2850 to 2877

EXHIBIT B

1. Rider 2 and 2A both dated February 5, 1981 to Tank Car Lease and Service Contract dated January 5, 1981 between Richmond Leasing Company and Getty Refining and Marketing Company, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	34,000 Gallon DOT105A300W Tank Cars	RTMX 5140 - 5144

2. Rider 13 dated February 23, 1981 to Tank Car Lease and Service Contract dated May 5, 1977 between Richmond Leasing Company and Union Carbide Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	34,000 Gallon DOT105A300W Tank Cars	RTMX 5195 - 5198

3. Rider 3 dated February 16, 1981 to Tank Car Lease and Service Contract dated July 1, 1980 between Richmond Leasing Company and Central Petroleum Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	34,000 Gallon DOT105A300W Tank Cars	RTMX 5190 - 5194

4. Rider 4 dated October 20, 1981 to Tank Car Lease and Service Contract dated June 17, 1976 between Richmond Leasing Company and Amoco Chemicals Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	33,500 Gallon DOT105A400W Tank Cars	RTMX 20223 - 20237

5. Addendum 1 & 2, dated June 1, 1981 and Rider 1 and 1A dated January 14, 1981 to Tank Car Lease and Service Contract dated January 14, 1981 between Richmond Leasing Company and Aminoil USA, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1265; RTMX 1272- RTMX 1275; RTMX 1512- RTMX 1514

6. Rider 12 dated June 2, 1981 to Tank Car Lease and Service Contract dated July 21, 1977 between Richmond Leasing Company and Sun Oil Company of Pennsylvania, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
73	33,500 Gallon DOT105A400W Tank Cars	RTMX 20040 - 20059 RTMX 20070 - 20122

7. Amendment 1 dated July 22, 1981 and Rider 42 dated April 15, 1981 to Tank Car Lease and Service Contract dated November 6, 1975 between Richmond Leasing Company and Monsanto Company, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	17,300 Gallon DOT105A500W Tank Cars	RTMX 20060 - 20069

8. Rider 2 dated June 25, 1981 to Tank Car Lease and Service Contract dated January 21, 1980 between Richmond Leasing Company and FMC Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	17,000 Gallon DOT105A500W Tank Cars	RTMX 20123 - 20137

9. Rider 2 dated August 24, 1981 to Tank Car Lease and Service Contract dated June 12, 1981 between Richmond Leasing Company and North American Car Corporation, Canadian Railcar Division, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	34,000 Gallon DOT105A300W Tank Cars	NATX 36625 - 36630

10. Rider 1 dated September 4, 1981 to Tank Car Lease and Service Contract dated September 4, 1981 between Richmond Leasing Company and H. J. Baker and Brothers, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1690 - 1694

11. Addendum 3 dated August 24, 1981 and Rider 1 and 1A both dated January 14, 1981 to Tank Car Lease and Service Contract dated January 14, 1981 between Richmond Leasing Company and Aminoil USA, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1515 - 1516

12. Rider 3 dated May 27, 1981 to Tank Car Lease and Service Contract dated January 9, 1976 between Richmond Leasing Company and Hooker Chemicals and Plastics Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	23,500 Gallon DOT111A100W3 Tank Cars	RTMX 13177;13180

13. Rider 6 dated June 3, 1981 and Addendum 1 dated January 4, 1982 to Tank Car Lease and Service Contract dated October 13, 1976 between Richmond Leasing Company and ICI United States, Inc. DBA-ICI Americas, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	25,000 Gallon DOT105A300W Tank Cars	RTMX 2850 - 2877